

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  

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(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 26090-B FILED

JAN 03 '06

1-33 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

January 3, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment previously filed with the Board under Recordation Number 26090.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Wellman, Inc. 1041 521 Corporate Center Drive Fort Mill, North Carolina 29715

Mr. Vernon A. Williams  
January 3, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

66 covered hopper cars within the series AEX 5689 - AEX 6308 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

JAN 03 '06

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 7th day of December, 2005, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Wellman, Inc., a Delaware corporation, having its principal place of business at 1041 521 Corporate Center Drive, Fort Mill, North Carolina 29715 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated July 7, 1993 (the "Master Lease"), and Deal #R00758 dated effective as of October 1, 2005 (the "Schedule"), whereby Lessor leases to Lessee sixty-six (66) railcars bearing railroad reporting marks as noted on attached Exhibit "A."
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

WELLMAN, INC.

By: Barbara Rucker

Printed  
Name: Barbara Rucker

Title: Logistics and Customer Service Manager

Date: 11-17-05

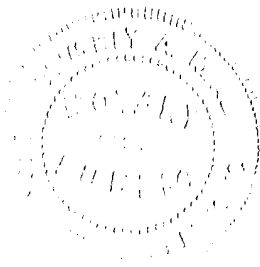
STATE OF North Carolina  
COUNTY OF Mecklenburg SS:

The foregoing instrument was acknowledged before me this 17 day of November, 2005, by Barbara Rucker, the Logistics and Customer Service Manager of Wellman, Inc., a Delaware corporation, on behalf of the corporation.

[Signature]  
Notary Public

My Commission Expires February 28, 2009

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LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: President, Rail Group

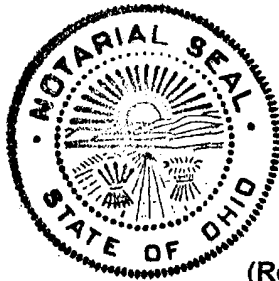
Date: 12/7/05

STATE OF OHIO )

COUNTY OF LUCAS )

SS:

The foregoing instrument was acknowledged before me this 7th day of December, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

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<b>EXHIBIT "A"</b>					
<b>Sixty-Six (66) Covered Hoppers</b>					
<b>Deal #R00758</b>					
1	AEX	5689	34	AEX	5745
2	AEX	5690	35	AEX	5746
3	AEX	5691	36	AEX	5747
4	AEX	5694	37	AEX	5748
5	AEX	5698	38	AEX	5749
6	AEX	5702	39	AEX	5751
7	AEX	5705	40	AEX	5753
8	AEX	5707	41	AEX	5756
9	AEX	5708	42	AEX	5757
10	AEX	5709	43	AEX	5762
11	AEX	5710	44	AEX	5765
12	AEX	5711	45	AEX	5767
13	AEX	5712	46	AEX	5770
14	AEX	5715	47	AEX	5771
15	AEX	5717	48	AEX	5772
16	AEX	5718	49	AEX	5773
17	AEX	5720	50	AEX	5806
18	AEX	5721	51	AEX	5817
19	AEX	5725	52	AEX	5824
20	AEX	5726	53	AEX	5829
21	AEX	5728	54	AEX	5833
22	AEX	5729	55	AEX	5838
23	AEX	5730	56	AEX	5868
24	AEX	5731	57	AEX	5889
25	AEX	5732	58	AEX	5906
26	AEX	5733	59	AEX	5921
27	AEX	5736	60	AEX	5923
28	AEX	5737	61	AEX	5943
29	AEX	5738	62	AEX	5946
30	AEX	5741	63	AEX	6305
31	AEX	5742	64	AEX	6306
32	AEX	5743	65	AEX	6307
33	AEX	5744	66	AEX	6308

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/3/04



\_\_\_\_\_  
Robert W. Alvord